FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

MAR 122004

Weshington, CC

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR INTECOM LIMITED OFFEDING EVEMPTION

14597	93					
OMB APPROVAL						
OMB Number:	3235-0076					
Expires: August 31,2008						
Estimated average	e burden					

hours per response.....16.00

SEC USE ONLY							
Prefix		Serial					
	!						
DA	TÉ RECEIV	ED					
	1						

. IIII ONITORII LIMITED OFFERING EXEM	
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Advanced Equities GreenTech Investments III, LLC / Offering of Investor Member Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Z Rule 506 Section 4(6) Uroe
Type of Filing:	HEATT VOICE THE PRINT THE PARTY OF THE PARTY
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	09036331
Advanced Equities GreenTech Investments III, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
311 South Wacker Drive Suite 1650 Chicago IL 60606	312-377-5300
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Same	Same
Brief Description of Business	<u> </u>
Investment in secruities of late-stage, privately held, technology-based product and service	companies.
Type of Business Organization	MUUUDED
	please specify):
business trust limited partnership, to be formed Limited Lial	oility Company MAR 2 7 2009
Month Year	TUARAAAABRUTESA
Actual or Estimated Date of Incorporation or Organization: OTT OTG Actual Esti Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	mated THOMSON REUTERS
CN for Canada; FN for other foreign jurisdiction)	DE
GENERAL INSTRUCTIONS	
Cadarol:	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

				A. BASIC ID	ENTI	FICATION DATA				
2.	Enter the information r	equested for the fo	ollowin	g:						
	 Each promoter of 	the issuer, if the is	ssuer h	as been organized w	ithin 1	the past five years;			•	
	 Each beneficial ov 	wner having the po	wer to v	ote or dispose, or di	rect th	e vote or disposition (of, 10	% or more o	fa clas	ss of equity securities of the issue
	 Each executive of 	ficer and director	of corp	orate issuers and of	corpo	rate gen e ral and man	aging	partners of	partne	ership issuers; and
	 Each general and 	managing partner	of part	nership issuers.						
Chec	k Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	Ø	General and/or Managing Partner
	Name (Last name first, /ANCED EQUITIES	•	MANA	GEMENT CORPO	DRAT	TION				
	ness or Residence Addr South Wacker Drive			•	ode)					
Chec	k Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full 1	Name (Last name first,	if individual)								
Busin	ness or Residence Addr	ess (Number and	l Street	t, City, State, Zip Co	ode)					
Chec	k Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full 1	Name (Last name first,	if individual)					 -			
Busir	ness or Residence Addr	ess (Number and	l Street	, City, State, Zip Co	ode)					
Chec	k Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full l	Name (Last name first,	if individual)								•
Busin	ness or Residence Addr	ess (Number and	Street	, City, State, Zip Co	odc)					• • •
Chec	k Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full 1	Name (Last name first,	if individual)					•			
Busir	ness or Residence Addr	ess (Number and	Street	, City, State, Zip Co	de)	•				
Chec	k Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full 1	Name (Last name first,	if individual)	,			,				•
Busir	ness or Residence Addre	ess (Number and	Street	, City, State, Zip Co	de)					
Chec	k Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full 1	Name (Last name first,	if individual)								,
Busin	ess or Residence Addre	ess (Number and	Street	, City, State, Zip Co	de)					
		(Use bla	nk she	et, or copy and use	additi	onal copies of this sh	icet, a	s necessary)	

				В. І	NFORMAT	ION ABOU	T OFFERI	NG					
l. Has th	a iconar col	d ordonet	ha issuer i	ntend to se	ill to non a	ooraditad i	nvectore i	this offer	ing?		Yes	No	
i. Has tii	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.												
2. What i	**												(1
		g member ma									\$ Yes	No	
3. Does t	hé offering	permit join	t ownershi	ip of a sing	gle unit?						R		
	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, a commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering												
										he offering. with a state			
or state	es, list the n	ame of the b	oroker or d	caler. If m	ore than fiv	c (5) perso	ns to be list	ted are asso		sons of such			
		, you may s		e informat	ion for that	broker or	dealer only	y. 					_
	(Last name Equities Ir	first, if ind	ividual)				•						
		Address (N	Jumber and	d Street C	ity State 2	Zin Code)						•	_
		Suite 1650			ity, Blate, 2	sip code)							
Name of A	ssociated B	roker or De	aler										_
		· · · · · · · · · · · · · · · · · · ·										 	
		n Listed Ha										~	
(Checl	k "All State	s" or check	individual	l States)	•••••	***************************************		••••••			☐ A	ll States	
AL	AK	AZ	AR	C/A	ÇO	⊘ T	DE	DC	EL	GA.	HI	ID	
···	IN	M	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
MT	NE	NV	MH	Z 7)	NM	NY	ŊC	ND	ОН	OK	OR	PA	
RI	SC	SD	TN	TX	UT	VT	V۸	WA	$\overline{\mathbf{w}}$	WI	WY	PR	
First Allied	d Securities												_
		e Address (] th Floor			-	Zip Code)							
Name of A	<u>.</u>			,									_
States in W	hich Perso	n Listed Ha	s Solicited	or Intends	s to Solicit	Purchasers							_
(Check	k "All State	s" or check	individual	States)	•••••						☐ A	ll States	
AL	ĀK	AZ)	AR	<u>G</u> A	CO	<u>CT</u>	DE	DC	FL	GA	NA.	ID	
<u>IL</u>	IX	M.	KS	KY	L/A	ME	MD	MA	MI	MAN	MS	<u> </u>	
MT	NE	NV	NH	N)	NM	NY.	NC.	ND	OH	OK	OR	PA	
RI	SC	SVD	TN	7X	UT	VT	· WA	WA	wv	WI	WY	PR	
Full Name	(I act name	first if ind	ividual)										_
i dii italic	(Edst name	11131, 11 1110	17100017										
Business o	r Residence	e Address (1	Number an	d Street, C	City, State,	Zip Code)							_
									•				_
Name of A	ssociated B	roker or De	aler										
States in W	hich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	ē						- .
		s" or check									☐ Ai	ll States	
AL	AK	AZ	AR	CA	CO	CT	DE	DC	· FL	GA	HI	ĪD	
IL	IN	IA	KS	KY	LA	ME	MD	MA	Ml	MN	MS	MO	
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	<u>OK</u>	OR	PA	
Rl	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
		-	
	Debt		
	Equity	s	S
	Common Preferred		
	Convertible Securities (including warrants)		\$
	Partnership Interests		
	Other (Specify Shares of Limited Liability Company		
	Total	\$150,000,000.C	\$ 8,834,289.45
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	100	\$_8,834,289.45
	Non-accredited Investors		\$ 0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	The COM I	Type of	Dollar Amount
	Type of Offering Rule 505	Security n/a	Sold \$ 0.00
	Rule 303	n/a	\$ 0.00
	Regulation A	n/a	\$ 0.00
	Rule 304	· · · · · · · · · · · · · · · · · · ·	
_	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	7	\$ 15,000.00
	Legal Fees	Z	\$_10,000.00
	Accounting Fees	_	\$
-	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$ 446,597.52
	Other Expenses (identify)	_	\$
	Total	_	\$ 471,597.52

L	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES ANI	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — proceeds to the issuer."	Question 4.a. This difference is the "adj	justed gross	149,528,402.48 \$	
5.	Indicate below the amount of the adjusted gross proceed of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an es the payments listed must equal the adj	stimate and		
		· :	Payments to Officers, Directors, & Affiliates		
	Salaries and fees		S	s	
	Purchase of real estate	······································		\$	
	Purchase, rental or leasing and installation of mac and equipment		\$		
	Construction or leasing of plant buildings and fac	S	_ 🗆 \$		
	Acquisition of other businesses (including the val offering that may be used in exchange for the asset issuer pursuant to a merger)	_			
	Repayment of indebtedness	•			
	Working capital	ion	S	_ 🗆 \$	
	Other (specify): Purchase of investment securit	 \$	\$ <u></u> 0,367,691.93		
			 	s	
	Column Totals			\$8,387,691.93	
	Total Payments Listed (column totals added)				
Γ		D. FEDERAL SIGNATURE			
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accu	nish to the U.S. Securities and Exchan	ge Commission, upon wri		
lss	uer (Print or Type)	Signature	Date		
Ad	Ivanced Equities GreenTech Investments III, LLC	mw xeep	3-5-7	2009	
Naı	me of Signer (Print or Type)	Title of Signer (Print or Type)	· · · · · · · · · · · · · · · · · · ·	•••••	
Ale	ex Winks	Authorized Signatory			

(2)

(2) Calculated based on the maximum aggregate offering amount.

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No K	(3)

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Advanced Equities GreenTech Investments III, LLC	alex Winn	3-5-2009
Name (Print or Type)	Title (Print or Type)	
Alex Winks	Authorized Signatory	

(3) Not applicable for Rule 506 offerings.

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 4 1 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Yes No Amount Amount AL ΑK AZX X AR X X \$150,000,000.00 CA 23 \$1,483,486. X × \$150,000,000.00 CO × 2 \$100,000.00 \$150,000,000.00 2 CT X \$150,000.00 × DE DC X FL \$150,000,000.00 \$100,000.00 X 2 \$152,000.0 0 GA × \$150,000,000.00 X HI \$150,000,000.00 X 1 \$133,000.00 0 X ID 8 \$705,900.00 X IL X \$150,000,000.00 \$150,000,000.00 IN2 \$106,000.0d O X X 1 IΑ \$80,000.00 \$150,000,000.00 KS KY 1 LA X \$150,000,000.00 0 \$131,000.0 X ME MD \$53,000.00 0 \$150,000,000.00 1 X X MA . **x** 4 \$450,000.00 0 \$150,000,000.00 ΜI × X. MN X \$150,000,000.00 \$75,000.00 0 1 · X \$150,000,000.00 MS 1 × \$75,000.00 0

2 1 3 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price -Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Amount Yes No \$150,000,000.00 \$217,000.00 0 MO X 2 X MT NE NV X X NH \$150,000,000.00 1 \$75,000.00 0 × x NJ × \$150,000,000.00 7 \$504,300.00 X NM \$150,000,000.00 3 \$309,000.000 NY X \$150,000,000.00 2 NC \$276,000.00 0 X × ND OH OK OR PA \$150,000,000.00 \$230,000.0 × 3 X RI x \$150,000,000.00 2 SC \$106,000.00 X 2 \$150,000,000.00 SD \$309,000.00 × × TN TX \$150,000,000.00 5 \$593,025.00 X UT VT ٠.٠ VA \$150,000,000.00 x 3 \$177,900.000 X \$150,000,000.00 2 \$150,000.000 WA X x wv X X WI \$585,000.0d 0 \$150,000,000.00 X

APPENDIX

	APPENDIX												
l		2	3		4								
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				lification ate ULOE , attach ation of granted) -Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
WY													
PR													